

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

FIELDWOOD ENERGY LLC, et al.,

Debtors,

Chapter 11

Case No. 20-33948 (MI)

(Jointly Administered)

FIELDWOOD ENERGY LLC,

Plaintiff,

Adversary No. 20-03497

V.

VALERO MARKETING AND
SUPPLY COMPANY,

Defendant and
Counter-Plaintiff.

**VALERO MARKETING AND SUPPLY COMPANY’S (“VALERO”)’S RESPONSE TO
FIELDWOOD’S MOTION FOR PARTIAL SUMMARY JUDGMENT
(Relates to Docket Entry No. 15)**

I. Introduction

The parties agree on two determinative facts: (1) under the Purchase Contract, Fieldwood was required to provide 30 days’ notice before it stopped delivering crude oil to Valero; and (2) Fieldwood did not deliver any crude oil during the 30 days after it gave notice. Thus, the issue before the Court is straightforward: is there any provision in the UCC that excuses Fieldwood’s failure to deliver crude oil to Valero during this 30-day period (May of 2020)? There is no such provision. Therefore, Fieldwood breached the Purchase Contract, and the Court should deny Fieldwood’s motion for summary judgment and allow this matter to proceed to the damages phase.

II. Analysis

In its summary judgment motion, Fieldwood admits that it failed to deliver any crude oil to Valero in May 2020; nonetheless, it advances three UCC-based arguments as to why Valero is not

entitled to damages for this breach. Fieldwood argues:

1. Under UCC section 2.615, it was impracticable for Fieldwood to deliver crude oil;
2. Because the Purchase Contract was not an output contract under UCC section 2.306, Fieldwood was under no legal obligation to deliver any crude oil; and
3. Because Valero potentially saved some overhead expenses (such as storage costs) because of Fieldwood's breach, Valero is not entitled to *any* damages, even if its damages exceeded the amount of saved overhead.

None of these arguments are meritorious.

A. Fieldwood cannot rely on the affirmative defense of impracticability (impossibility) because a party cannot create an impossibility through its own voluntary acts, and because there was no government order to shut-in production.

Fieldwood contends that falling oil prices in 2020 prevented it from producing crude oil for delivery to Valero. Therefore, the argument continues, its breach is excused. In support of this argument, Fieldwood invokes section 2.615 of the Texas UCC, which excuses performance where there is a failure of a presupposed condition. But this doctrine only applies in the rare circumstance where performance cannot occur because a basic assumption on which the contract was made has failed to occur. TEX. BUS. & COM. CODE § 2.615(1). Here, both Valero and Fieldwood knew when they entered the Purchase Contract (just like anyone else even marginally involved in the energy industry) that crude oil prices are highly unpredictable and fluctuate. As such, the impracticability doctrine cannot excuse Fieldwood's failure to deliver.

The UCC's impracticability doctrine is akin to the Texas common law doctrine of impossibility. *Tractebel Energy Mktg., Inc. v. E.I. Du Pont De Nemours & Co.*, 118 S.W.3d 60, 64 (Tex. App.—Houston [14th Dist.] 2003), opinion supplemented on overruling of reh'g, 118 S.W.3d 929 (Tex. App.—Houston [14th Dist.] 2003, no pet.). As set forth in *Tractebel Energy*, three circumstances which will support this affirmative defense: (1) the death or incapacity of a person necessary for performance; (2) the destruction of a thing necessary for performance; or (3)

prevention by government regulation or order. *Id.* at 65; *see also* TEX. BUS. & COM. CODE § 2.615(1). None of these three circumstances is remotely present here.

The first circumstance—death of a necessary person—has no application, as this was not a personal services contract. And, in any event, Fieldwood does not invoke this exception.

Nor has Fieldwood established the second circumstance—destruction of the thing necessary for performance. As noted by Fieldwood in its motion, the production at issue came from two fields (Big Bend and Dantzler) located in the Gulf of Mexico. Nothing happened to Fieldwood’s wells in these fields to make them incapable of producing crude oil. The wells did not blow-out or run dry. Rather, Fieldwood admits that it voluntarily shut-in its own wells because of its own economic concerns.¹ Not surprisingly, the doctrine of impracticability does not apply where the impracticability is created by a party’s own voluntary act. *Stafford v. Southern Vanity Mag., Inc.*, 231 S.W.3d 530, 537 (Tex. App.—Dallas 2007, pet. denied). An entity cannot deliberately sabotage its ability to perform, and then ask to be excused from its obligations.

The third basis for an impracticability defense—a government ordered shut-down—is also not a circumstance present here. To the contrary, in April of 2020, the United States government identified crude oil production as an essential industry that should continue to operate *despite* the Covid pandemic. Specifically, the United States Department of Homeland Security (DHS) found, “[f]unctioning critical infrastructure is imperative during the response to the COVID-19 emergency for both public health and safety as well as community well-being. Certain *critical infrastructure industries have a special responsibility in these times to continue operations.*”²

¹ Brysch affidavit, paragraph 12, attached as Exhibit A to Docket Entry No. 15. It should be noted that the dip in oil price was a temporary event, and not the collapse that Fieldwood portrays. Exhibit 2-B, WTI crude oil pricing, Parra affidavit (Exhibit 2).

² Exhibit 1, Advisory Memorandum on Identification of Essential Critical Infrastructure Workers During Covid-19 Response, page 3 (emphasis added).

The DHS identified the energy sector, and in particular crude oil production, as essential industries.³ Companies operating in the Gulf of Mexico other than Fieldwood certainly heeded this call, as more than 40 million barrels of crude oil were produced in the Gulf in May of 2020.⁴

Fieldwood has not met the high standard of proving impracticability, and certainly has not proved the defense as a matter of law, as required in the summary judgment context.

B. Whether the Purchase Contract is an output contract under UCC section 2.306 is irrelevant as to whether Valero is entitled to damages.

Fieldwood dedicates much of its brief to arguing that the Purchase Contract does not qualify as an output contract under UCC section 2.306 because the contract was too certain in its delivery obligations. *See Lenape Resources Corporation v. Tennessee Gas Pipeline Co.*, 925 S.W.2d 565, 570 (Tex. 1996) (holding that “[s]ection 2.306 fills in the quantity term only when a contract does not unambiguously specify the quantity of the output of the seller or the requirements of the buyer”). Fieldwood argues that there is no such ambiguity in the Purchase Contract because it specifically called for Fieldwood to supply approximately 310,000 barrels a month.

Ironically, in attempting to establish that the contract is definite in quantity and not ambiguous, Fieldwood explains that the stated quantity of 620,000 barrels was a typo and that 310,000 was more appropriate as the estimate.⁵ Fieldwood further contends that the contract was not a guaranteed supply contract, but then states that Fieldwood committed “to deliver all of its share of the daily barrels available for sale from the big Bend and Dantzler fields.”⁶ Thus, this was an output contract, and UCC section 2.306 is applicable.

³ Id. at page 10.

⁴ Exhibit 2-C, Gulf crude oil production chart, attached to Parra declaration (Exhibit 2).

⁵ Brysch affidavit, paragraph 3, attached as Exhibit A to Docket Entry No. 15.

⁶ Id. at paragraphs 5 and 8.

Nevertheless, even if Fieldwood's argument is correct, it is unclear how this argument helps Fieldwood. If the Purchase Contract is seen as a fixed-amount contract, then Fieldwood is not entitled to rely on the flexibility afforded to output suppliers under the UCC. *See* TEX. BUS. & COM. CODE § 2.306(a) (which allows reasonable fluctuations in amounts delivered under output contracts). This hinders Fieldwood's position; it does not advance it. Fieldwood admits that it did not give Valero *any* crude oil production in May 2020, much less the 310,000 barrels that it now asserts is the contractually fixed amount.

Fieldwood tries to escape liability for its fixed contractual obligation by arguing that it had no production in May to provide because it voluntarily shut-in its wells. This argument is too clever by half. First, as detailed above, a party cannot escape a contractual liability under the UCC by creating the condition that makes performance impossible. *See* discussion of UCC section 2.615, *supra*. And Fieldwood's argument is contrary to its fundamental obligation as a seller to transfer and deliver the contracted-for goods. *See* TEX. BUS. & COM. CODE § 2.301 ("The obligation of the seller is to transfer and deliver").

Second, accepting Fieldwood's argument would render the 30-day notice period in the Purchase Contract meaningless. It is a basic principle of contract construction that a "contract must be read as a whole the court must examine the entire contract in an effort to harmonize and give effect to all of its provisions so that none are rendered meaningless and no single provision controls." *Henry v. Mason*, 333 S.W.3d 825, 844 (Tex. App.—Houston [1st Dist.] 2010, pet. denied). If Fieldwood were free to shut-in its wells whenever it wanted, the contract's 30-day notice period would serve no purpose.

Valero and Fieldwood did not enter into a contract that required Fieldwood to indefinitely supply, nor for Valero to indefinitely purchase, crude oil from the subject wells. Rather, both

parties had a right to terminate the contract *with 30 days' notice*. Fieldwood agreed to 30-days' notice, and it should be held to that agreement.

C. “Expenses saved” are not the same thing as lost profits.

Lastly, Fieldwood argues that because Valero possibly saved expenses associated with receiving crude oil, it has not been damaged. This argument grossly misconstrues the damages available to Valero under section 2.713 of the UCC. As set forth in Valero’s motion for summary judgment, when a seller fails to deliver, the UCC gives the aggrieved buyer the right to either cover or do nothing. *Id.* at § 2.713. If the buyer elects not to cover, then its damages “are the difference between the market price at the time when the buyer learned of the breach and the contract price together with any incidental and consequential damages . . . less expenses saved” *Id.* Thus, section 2-713 protects a buyer in a rising market, which is exactly the position Valero found itself in May of 2020. As set out in its Proof of Claim, and as Valero will demonstrate in the damages phase, the cost to replace the crude oil on the spot market in May 2020 was significantly higher than the price that Valero would have paid Fieldwood under the Purchase Contract.

The difference between the contract price and the market price favored Valero by approximately \$3 million, which means that Valero could have sold the crude oil that Fieldwood failed to supply for a profit. Valero had the capacity to take in crude oil in May of 2020.⁷ Indeed, this is the reason that the UCC allows market damages—to protect a buyer (like Valero) whose supplier breaches in a rising market. *See, e.g., Bayer Corporation v. DX Terminals, Ltd.*, 214 S.W.3d 586, 604-5 (Tex. App.—Houston [14th Dist.] 2006, pet. denied).

While it is possible that Valero may have saved some expenses (such as storage costs) because it did not receive the crude oil from Fieldwood, this is an argument not ripe for summary judgment

⁷ Exhibit 2, Parra declaration, paragraph 4.

and is one Fieldwood can attempt to demonstrate following discovery regarding damages. *See Bayer*, 214 S.W.3d at 609. But it is nonsensical to argue that Valero is entitled to no damages, just because those damages might be reduced. The issue before the Court at this juncture is whether Valero has a viable path to damages. As set forth above—it does. Fieldwood admits that it failed to deliver the crude it contracted to deliver in May of 2020. It had no legal justification for doing so.

Conclusion and Prayer

For the reasons set forth above, Valero asks that the Court deny Fieldwood's motion for summary judgment. The contract unambiguously provides that Fieldwood was required to give 30-days' notice before termination. Because Fieldwood failed to deliver any product for the 30 days after it provided notice of termination, it breached the contract. Valero is therefore entitled to summary judgment on the limited issue of Fieldwood's breach of contract.

Respectfully Submitted,

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ATTORNEYS FOR VALERO MARKETING
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CERTIFICATE OF SERVICE

I certify that on March 26, 2021, I served a true and correct copy of this document on all parties by electronic means.

/s/ C. Brannon Robertson

C. Brannon Robertson

EXHIBIT 1

U.S. Department of Homeland Security
Cybersecurity & Infrastructure Security Agency
Office of the Director
Washington, DC 20528



CISA
CYBER+INFRASTRUCTURE

March 28, 2020

ADVISORY MEMORANDUM ON IDENTIFICATION OF ESSENTIAL CRITICAL INFRASTRUCTURE WORKERS DURING COVID-19 RESPONSE

FROM: Christopher C. Krebs
Director
Cybersecurity and Infrastructure Security Agency (CISA)

A handwritten signature in black ink, appearing to read "Chris Krebs", written over the printed name and title.

As the Nation comes together to slow the spread of COVID-19, on March 16th the President issued updated Coronavirus Guidance for America that highlighted the importance of the critical infrastructure workforce.

The Cybersecurity and Infrastructure Security Agency (CISA) executes the Secretary of Homeland Security's authorities to secure critical infrastructure. Consistent with these authorities, CISA has developed, in collaboration with other federal agencies, State and local governments, and the private sector, an "Essential Critical Infrastructure Workforce" advisory list. This list is intended to help State, local, tribal and territorial officials as they work to protect their communities, while ensuring continuity of functions critical to public health and safety, as well as economic and national security. Decisions informed by this list should also take into consideration additional public health considerations based on the specific COVID-19-related concerns of particular jurisdictions.

This list is advisory in nature. It is not, nor should it be considered, a federal directive or standard. Additionally, this advisory list is not intended to be the exclusive list of critical infrastructure sectors, workers, and functions that should continue during the COVID-19 response across all jurisdictions. Individual jurisdictions should add or subtract essential workforce categories based on their own requirements and discretion.

The advisory list identifies workers who conduct a range of operations and services that are typically essential to continued critical infrastructure viability, including staffing operations centers, maintaining and repairing critical infrastructure, operating call centers, working construction, and performing operational functions, among others. It also includes workers who support crucial supply chains and enable functions for critical infrastructure. The industries they support represent, but are not limited to, medical and healthcare, telecommunications, information technology systems, defense, food and agriculture, transportation and logistics, energy, water and wastewater, law enforcement,

Exhibit 1

and public works.

State, local, tribal, and territorial governments are responsible for implementing and executing response activities, including decisions about access and reentry, in their communities, while the Federal Government is in a supporting role. Officials should use their own judgment in issuing implementation directives and guidance. Similarly, while adhering to relevant public health guidance, critical infrastructure owners and operators are expected to use their own judgement on issues of the prioritization of business processes and workforce allocation to best ensure continuity of the essential goods and services they support. All decisions should appropriately balance public safety, the health and safety of the workforce, and the continued delivery of essential critical infrastructure services and functions. While this advisory list is meant to help public officials and employers identify essential work functions, it allows for the reality that some workers engaged in activity determined to be essential may be unable to perform those functions because of health-related concerns.

CISA will continue to work with our partners in the critical infrastructure community to update this advisory list if necessary as the Nation's response to COVID-19 evolves.

Should you have questions about this list, please contact CISA at CISA.CAT@cisa.dhs.gov.

Attachment: "Guidance on the Essential Critical Infrastructure Workforce: Ensuring Community and National Resilience in COVID-19 Response Version 2.0"



CISA
CYBER+INFRASTRUCTURE

DEFEND TODAY, SECURE TOMORROW

Guidance on the Essential Critical Infrastructure Workforce: Ensuring Community and National Resilience in COVID-19 Response

Version 3.0 (April 17, 2020)

THE IMPORTANCE OF ESSENTIAL CRITICAL INFRASTRUCTURE WORKERS

Functioning critical infrastructure is imperative during the response to the COVID-19 emergency for both public health and safety as well as community well-being. Certain critical infrastructure industries have a special responsibility in these times to continue operations.

This advisory guidance and accompanying list are intended to support state, local, tribal, territorial and industry partners in identifying the critical infrastructure sectors and the essential workers needed to maintain the services and functions Americans depend on daily and that need to be able to operate resiliently during the COVID-19 pandemic response.

This document gives advisory guidance on defining essential critical infrastructure workers. Promoting the ability of such workers to continue to work during periods of community restriction, access management, social distancing, or closure orders/directives is crucial to community resilience and continuity of essential functions. The term “workers” as used in this guidance is intended to apply to both employees and contractors performing the described functions.

CISA will continually solicit and accept feedback on the list and will evolve the list in response to stakeholder feedback. We will also use our various stakeholder engagement mechanisms to work with partners on how they are using this list and share those lessons learned and best practices broadly. Feedback can be sent to CISA.CAT@CISA.DHS.GOV.

CONSIDERATIONS FOR GOVERNMENT AND BUSINESS

This list was developed in consultation with federal agency partners, industry experts, and State and local officials, and is based on several key principles:

1. Response efforts to the COVID-19 pandemic are locally executed, state managed, and federally supported.
2. Everyone should follow guidance from the Centers for Disease Control and Prevention (CDC), as well as state and local government officials, regarding strategies to limit disease spread.
3. Employers must comply with applicable Occupational Safety and Health Administration (OSHA) requirements for protecting critical infrastructure workers who remain on or return to the job during the COVID-19 pandemic. As the nation relies on these workers to protect public health, safety, and community well-being, they must be protected from exposure to and infection with the virus so that they can continue to carry out

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their responsibilities. OSHA has guidance and enforcement information for workplaces at www.osha.gov/coronavirus.

4. Businesses and government agencies may continue to implement organization-specific measures, which protect the workforce while meeting mission needs.
5. Workers should be encouraged to work remotely when possible and focus on core business activities. In-person, non-mandatory activities should be delayed until the resumption of normal operations.
6. When continuous remote work is not possible, businesses should enlist strategies to reduce the likelihood of spreading the disease. This includes, but is not limited to, physically separating staff, staggering work shift hours or days, and other social distancing measures. While the CDC recommends that everyone wear a cloth face cover to contain respiratory droplets when around others, critical infrastructure employers must consider how best to implement this public health recommendation for source control in the workplace. For example, employers may provide disposable facemasks (e.g., surgical masks) instead of cloth face coverings when workers would need to wear masks for extended periods of time (e.g., the duration of a work shift) or while performing tasks in which the face covering could become contaminated.
7. Consider the impact of workplace sick leave policies that may contribute to an employee decision to delay reporting medical symptoms. Sick employees should not return to the workplace until they meet the criteria to stop home isolation.
8. Critical infrastructure has an obligation to limit to the extent possible the reintegration of in-person workers who have experienced an exposure to COVID-19 but remain asymptomatic in ways that best protect the health of the worker, their co-workers, and the general public. An analysis of core job tasks and workforce availability at worksites can allow the employer to match core activities to other equally skilled and available in-person workers who have not experienced an exposure. CDC guidance on safety practices for critical infrastructure workers is maintained at <https://www.cdc.gov/coronavirus/2019-ncov/community/critical-workers/implementing-safety-practices.html>
9. All organizations should implement their business continuity and pandemic plans or put plans in place if they do not exist. Delaying implementation is not advised and puts at risk the viability of the business and the health and safety of the workers.
10. Reliance on technology and just-in-time supply chains means that certain workers must be able to access certain sites, facilities, and assets to ensure continuity of functions. The vast majority of our economy relies on technology and therefore information technology (IT) and operational technology (OT) workers for critical infrastructure operations are essential. This includes workers in many roles, including workers focusing on management systems, control systems, and Supervisory Control and Data Acquisition (SCADA) systems, and data centers; cybersecurity engineering; and cybersecurity risk management.
11. Government workers, such as emergency managers, and the business community need to establish and maintain lines of communication.
12. Essential critical infrastructure workers need continued and unimpeded access to sites, facilities, and equipment within quarantine zones, containment areas, or other areas where access or movement is limited to perform functions for community relief and stability; for public safety, security and health; for maintaining essential supply chains and preserving local, regional, and national economic well-being.
13. Essential critical infrastructure workers need sustained access to designated quarantine, containment, or

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restricted areas; and should be exempted from curfews, shelter-in-place orders, and transportation restrictions or restrictions on movement.

14. Whenever possible, local governments should consider adopting specific state guidance on essential workers to reduce potential complications of workers crossing jurisdictional boundaries. When this is not possible, local jurisdictions should consider aligning access and movement control policies with neighboring jurisdictions to reduce the burden of cross-jurisdictional movement of essential critical infrastructure workers.

IDENTIFYING ESSENTIAL CRITICAL INFRASTRUCTURE WORKERS

The following list of identified essential critical infrastructure workers is intended to be overly inclusive reflecting the diversity of industries across the United States.



HEALTHCARE / PUBLIC HEALTH

- Workers, including laboratory personnel, that perform critical clinical, biomedical and other research, development, and testing needed for COVID-19 or other diseases.
- Healthcare providers including, but not limited to, physicians; dentists; psychologists; mid-level practitioners; nurses; assistants and aids; infection control and quality assurance personnel; pharmacists; physical, respiratory, speech and occupational therapists and assistants; social workers; optometrists; speech pathologists; chiropractors; diagnostic and therapeutic technicians; and radiology technologists.
- Workers required for effective clinical, command, infrastructure, support service, administrative, security, and intelligence operations across the direct patient care and full healthcare and public health spectrum. Personnel examples may include, but are not limited, to accounting, administrative, admitting and discharge, engineering, accrediting, certification, licensing, credentialing, epidemiological, source plasma and blood donation, food service, environmental services, housekeeping, medical records, information technology and operational technology, nutritionists, sanitarians, respiratory therapists, etc.
 - Emergency medical services workers.
 - Prehospital workers included but not limited to urgent care workers.
 - Inpatient & hospital workers (e.g. hospitals, critical access hospitals, long-term acute care

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- hospitals, long-term care facilities, inpatient hospice, ambulatory surgical centers, etc.).
- Outpatient care workers (e.g. end-stage-renal disease, Federally Qualified Health Centers, Rural Health Clinics, community mental health clinics, organ transplant/procurement centers, and other ambulatory care settings/providers, comprehensive outpatient rehabilitation facilities, etc.).
- Home care workers (e.g. home health care, at-home hospice, home dialysis, home infusion, etc.).
- Workers at Long-term care facilities, residential and community-based providers (e.g. Programs of All-Inclusive Care for the Elderly (PACE), Intermediate Care Facilities for Individuals with Intellectual Disabilities, Psychiatric Residential Treatment Facilities, Religious Nonmedical Health Care Institutions, etc.).
- Workplace safety workers (i.e., workers who anticipate, recognize, evaluate, and control workplace conditions that may cause workers' illness or injury).
- Workers needed to support transportation to and from healthcare facility and provider appointments.
- Workers needed to provide laundry services, food services, reprocessing of medical equipment, and waste management.
- Workers that manage health plans, billing, and health information and who cannot work remotely.
- Workers performing cybersecurity functions at healthcare and public health facilities and who cannot work remotely.
- Workers performing security, incident management, and emergency operations functions at or on behalf of healthcare entities including healthcare coalitions, who cannot practically work remotely.
- Childcare, eldercare, and other service providers for essential healthcare personnel.
- Vendors and suppliers (e.g. imaging, pharmacy, oxygen services, durable medical equipment, etc.).
- Workers at manufacturers (including biotechnology companies and those companies that have shifted production to medical supplies), materials and parts suppliers, technicians, logistics and warehouse operators, printers, packagers, distributors of medical products and equipment (including third party logistics providers, and those who test and repair), personal protective equipment (PPE), isolation barriers, medical gases, pharmaceuticals (including materials used in radioactive drugs), dietary supplements, blood and blood products, vaccines, testing materials, laboratory supplies, cleaning, sanitizing, disinfecting or sterilization supplies (including dispensers), sanitary goods, personal care products, pest control products, and tissue and paper towel products.
- Donors of blood, bone marrow, blood stem cell, or plasma, and the workers of the organizations that operate and manage related activities.
- Pharmacy staff, including workers necessary to maintain uninterrupted prescription, and other workers for pharmacy operations.
- Workers in retail facilities specializing in medical good and supplies.
- Public health and environmental health workers, such as:
 - Workers specializing in environmental health that focus on implementing environmental controls, sanitary and infection control interventions, healthcare facility safety and emergency preparedness planning, engineered work practices, and developing guidance and protocols for appropriate PPE to prevent COVID-19 disease transmission.
 - Public health/ community health workers (including call center workers) who conduct community-based public health functions, conducting epidemiologic surveillance and compiling, analyzing, and communicating public health information, who cannot work remotely.
- Human services providers, especially for at risk populations such as:
 - Home delivered meal providers for older adults, people with disabilities, and others with chronic

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- health conditions.
 - Home-maker services for frail, homebound, older adults.
 - Personal assistance services providers to support activities of daily living for older adults, people with disabilities, and others with chronic health conditions who live independently in the community with supports and services.
 - Home health providers who deliver health care services for older adults, people with disabilities, and others with chronic health conditions who live independently in the community with supports and services.
- Government entities, and contractors that work in support of local, state, and federal public health and medical mission sets, including but not limited to supporting access to healthcare and associated payment functions, conducting public health functions, providing medical care, supporting emergency management, or other services necessary for supporting the COVID-19 response.
- Mortuary service providers, such as:
 - Workers performing mortuary funeral, cremation, burial, cemetery, and related services, including funeral homes, crematoriums, cemetery workers, and coffin makers.
 - Workers who coordinate with other organizations to ensure the proper recovery, handling, identification, transportation, tracking, storage, and disposal of human remains and personal effects; certify cause of death; and facilitate access to mental and behavioral health services to the family members, responders, and survivors of an incident.

LAW ENFORCEMENT, PUBLIC SAFETY, AND OTHER FIRST RESPONDERS

- Public, private, and voluntary personnel (front-line and management, civilian and sworn) in emergency management, law enforcement, fire and rescue services, emergency medical services (EMS), and security, public and private hazardous material responders, air medical service providers (pilots and supporting technicians), corrections, and search and rescue personnel.
- Personnel involved in provisioning of access to emergency services, including the provisioning of real-time text, text-to-911, and dialing 911 via relay.
- Personnel that are involved in the emergency alert system (EAS) ((broadcasters, satellite radio and television, cable, and wireline video) and wireless emergency alerts (WEA).
- Workers at Independent System Operators and Regional Transmission Organizations, and Network Operations staff, engineers and technicians to manage the network or operate facilities.
- Workers at emergency communication center, public safety answering points, public safety communications centers, emergency operation centers, and 911 call centers.
- Fusion Center workers.
- Workers, including contracted vendors, who maintain, manufacture, or supply equipment and services supporting law enforcement, fire, EMS, and response operations (to include electronic security and life safety security personnel).
- Workers and contracted vendors who maintain and provide services and supplies to public safety facilities, including emergency communication center, public safety answering points, public safety communications centers, emergency operation centers, fire and emergency medical services stations, police and law enforcement stations and facilities.
- Workers supporting the manufacturing, distribution, and maintenance of necessary safety equipment and uniforms for law enforcement and all public safety personnel.

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- Workers supporting the operation of firearm, or ammunition product manufacturers, retailers, importers, distributors, and shooting ranges.
- Public agency workers responding to abuse and neglect of children, spouses, elders, and dependent adults.
- Workers who support weather disaster and natural hazard mitigation and prevention activities.
- Security staff to maintain building access control and physical security measures.

FOOD AND AGRICULTURE

- Workers supporting groceries, pharmacies, convenience stores, and other retail (including unattended and vending) that sells human food, animal and pet food and pet supply, and beverage products, including retail customer support service and information technology support staff necessary for online orders, pickup, and delivery.
- Restaurant carry-out and quick serve food operations, including dark kitchen and food prep centers, carry-out, and delivery food workers.
- Food manufacturer workers and their supplier workers including those employed at food ingredient production and processing facilities; aquaculture and seafood harvesting facilities; livestock, poultry, seafood slaughter facilities; pet and animal feed processing facilities; human food facilities producing by-products for animal food; beverage production facilities; and the production of food packaging.
- Farmers, farm and ranch workers, and agribusiness support services to include those employed in auction and sales; grain and oilseed handling, storage, processing, and distribution; animal food, feed, and ingredient production, packaging, and distribution; manufacturing, packaging, and distribution of veterinary drugs; and truck delivery and transport.
- Farmers, farm and ranch workers, and support service and supplier workers producing food supply domestically and for export, to include those engaged in raising, cultivating, harvesting, packing, storing, or delivering to storage or to market or to a carrier for transportation to market any agricultural or horticultural commodity for human consumption; agricultural inspection; fuel ethanol facilities; biodiesel and renewable diesel facilities; storage facilities; and other agricultural inputs.
- Workers and firms supporting the distribution of food, feed, and beverage and ingredients used in these products, including warehouse workers, vendor-managed inventory controllers, and blockchain managers.
- Workers supporting the sanitation and pest control of all food manufacturing processes and operations from wholesale to retail.
- Workers supporting the growth and distribution of plants and associated products for home gardens.
- Workers in cafeterias used to feed workers, particularly worker populations sheltered against COVID-19.
- Workers in animal diagnostic and food testing laboratories.
- Government, private, and non-governmental organizations' workers essential for food assistance programs (including school lunch programs) and government payments.
- Workers of companies engaged in the production, storage, transport, and distribution of chemicals, medicines, vaccines, and other substances used by the food and agriculture industry, including seeds, pesticides, herbicides, fertilizers, minerals, enrichments, and other agricultural production aids.
- Animal agriculture workers to include those employed in veterinary health (including those involved in supporting emergency veterinary or livestock services); raising, caring for and management of animals for food; animal production operations; livestock markets; slaughter and packing plants, manufacturers, renderers, and associated regulatory and government workforce.

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- Transportation supporting animal agricultural industries, including movement of animal medical and reproductive supplies and materials, animal vaccines, animal drugs, feed ingredients, feed and bedding, live animals, animal by-products, and deceased animals for disposal.
- Workers who support sawmills and the manufacture and distribution of fiber and forest products, including, but not limited to timber, paper, and other wood and fiber products, as well as manufacture and distribution of products using agricultural commodities.
- Workers engaged in the manufacture and maintenance of equipment and other infrastructure necessary for agricultural production and distribution.

ENERGY

- Workers supporting the energy sector, regardless of the energy source (including, but not limited to, nuclear, fossil, hydroelectric, or renewable), segment of the system, or infrastructure the worker is involved in, who are needed to construct, manufacture, repair, transport, permit, monitor, operate engineer, and maintain the reliability, safety, security, environmental health, and physical and cyber security of the energy system, including those who support construction, manufacturing, transportation, permitting, and logistics.
- Workers and contractors supporting energy facilities that provide steam, hot water or chilled water from central power plants to connected customers.
- Workers conducting energy/commodity trading/scheduling/marketing functions who can't perform their duties remotely.
- Workers supporting the energy sector through renewable energy infrastructure (including, but not limited to, wind, solar, biomass, hydrogen, ocean, geothermal, and hydroelectric) and microgrids, including those supporting construction, manufacturing, transportation, permitting, operation and maintenance, monitoring, and logistics.
- Workers and security staff involved in nuclear re-fueling operations.
- Workers providing services related to energy sector fuels (including, but not limited to, petroleum (crude oil), natural gas, propane, liquefied natural gas (LNG), compressed natural gas (CNG), natural gas liquids (NGL), other liquid fuels, nuclear, and coal) and supporting the mining, processing, manufacturing, construction, logistics, transportation, permitting, operation, maintenance, security, waste disposal, storage, and monitoring of support for resources.
- Workers providing environmental remediation and monitoring, limited to immediate critical needs technicians.
- Workers involved in the manufacturing and distribution of equipment, supplies, and parts necessary to maintain production, maintenance, restoration, and service at energy sector facilities across all energy sector segments.

Electricity Industry

- Workers who maintain, ensure, restore, or who are involved in the development, transportation, fuel procurement, expansion, or operation of, the generation, transmission, and distribution of electric power, including call centers, utility workers, engineers, retail electricity, construction, maintenance, utility telecommunications, relaying, and fleet maintenance technicians who cannot perform their duties remotely.
- Workers at coal mines, production facilities, and those involved in manufacturing, transportation,

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permitting, operation, maintenance, and monitoring at coal sites.

- Workers who produce, process, ship, and handle coal used for power generation and manufacturing.
- Workers in the electricity industry including but not limited to those supporting safety, construction, manufacturing, transportation, permitting, operation/maintenance, engineering, physical and cyber security, monitoring, and logistics
- Workers needed for safe and secure operations at nuclear generation including, but not limited to, those critical to the broader nuclear supply chain, the manufacture and delivery of parts needed to maintain nuclear equipment, the operations of fuel manufacturers, and the production and processing of fuel components used in the manufacturing of fuel.
- Workers at fossil fuel (including but not limited to natural gas, refined, distillate, and/or coal), nuclear, and renewable energy infrastructure (including, but not limited to wind, solar, biomass, hydrogen, geothermal, and hydroelectric), and microgrids, including those supporting safety, construction, manufacturing, transportation, permitting, operation, maintenance, monitoring, and logistics.
- Workers at generation, transmission, and electric black start facilities.
- Workers at Reliability Coordinator, Balancing Authority, local distribution control centers, and primary and backup Control Centers, including, but not limited to, independent system operators, regional transmission organizations, and local distribution control centers.
- Workers that are mutual assistance/aid personnel, which may include workers from outside of the state or local jurisdiction.
- Vegetation management and traffic control for supporting those crews.
- Instrumentation, protection, and control technicians.
- Essential support personnel for electricity operations.
- Generator set support workers, such as diesel engineers used in power generation, including those providing fuel.

Petroleum Industry

- Workers who support onshore and offshore petroleum drilling operations; platform and drilling construction and maintenance; transportation (including helicopter operations), maritime transportation, supply, and dredging operations; maritime navigation; well stimulation, intervention, monitoring, automation and control, extraction, production; processing; waste disposal, and maintenance, construction, and operations.
- Workers in the petroleum industry including but not limited to those supporting safety, construction, manufacturing, transportation, permitting, operation/maintenance, engineering, physical and cyber security, monitoring, and logistics.
- Workers for crude oil, petroleum, and petroleum product storage and transportation, including pipeline, marine transport, terminals, rail transport, storage facilities, racks, and road transport for use as end-use fuels such as gasoline, diesel fuel, jet fuel, and heating fuels or feedstocks for chemical manufacturing.
- Petroleum and petroleum product security operations center workers and workers who support maintenance and emergency response services.
- Petroleum and petroleum product operations control rooms, centers, and refinery facilities.
- Retail fuel centers such as gas stations and truck stops, and the distribution systems that support them.
- Supporting new and existing construction projects, including, but not limited to, pipeline construction.
- Manufacturing and distribution of equipment, supplies, and parts necessary for production, maintenance, restoration, and service of petroleum and petroleum product operations and use, including end-users.

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- Transmission and distribution pipeline workers, including but not limited to pump stations and any other required, operations maintenance, construction, and support for petroleum products.

Natural Gas, Natural Gas Liquids (NGL), Propane, and Other Liquid Fuels

- Workers who support onshore and offshore drilling operations, platform and drilling construction and maintenance; transportation (including helicopter operations); maritime transportation, supply, and dredging operations; maritime navigation; natural gas and natural gas liquid production, processing, extraction, storage and transportation; well intervention, monitoring, automation and control; waste disposal, and maintenance, construction, and operations.
- Workers in the natural gas, NGL, propane, and other liquid fuels industries including but not limited to those supporting safety, construction, manufacturing, transportation, permitting, operation/maintenance, engineering, physical and cyber security, monitoring, and logistics.
- Transmission and distribution pipeline workers, including compressor stations and any other required operations maintenance, construction, and support for natural gas, natural gas liquid, propane, and other liquid fuels.
- Workers at Liquefied Natural Gas (LNG) and Compressed Natural Gas (CNG) facilities.
- Workers at natural gas, propane, natural gas liquids, liquified natural gas, liquid fuel storage facilities, underground facilities, and processing plants and other related facilities, including construction, maintenance, and support operations personnel.
- Natural gas processing plants workers and those who deal with natural gas liquids.
- Workers who staff natural gas, propane, natural gas liquids, and other liquid fuel security operations centers, operations dispatch and control rooms and centers, and emergency response and customer emergencies (including leak calls) operations.
- Workers supporting drilling, production, processing, refining, and transporting natural gas, propane, natural gas liquids, and other liquid fuels for use as end-use fuels, feedstocks for chemical manufacturing, or use in electricity generation.
- Workers supporting propane gas service maintenance and restoration, including call centers.
- Workers supporting propane, natural gas liquids, and other liquid fuel distribution centers.
- Workers supporting propane gas storage, transmission, and distribution centers.
- Workers supporting new and existing construction projects, including, but not limited to, pipeline construction.
- Workers supporting ethanol and biofuel production, refining, and distribution.
- Workers in fuel sectors (including, but not limited to nuclear, coal, and gas types and liquid fuels) supporting the mining, manufacturing, logistics, transportation, permitting, operation, maintenance, and monitoring of support for resources.
- Workers ensuring, monitoring, and engaging in the physical security of assets and locations associated with natural gas, propane, natural gas liquids, and other liquid fuels.
- Workers involved in the manufacturing and distribution of equipment, supplies, and parts necessary to maintain production, maintenance, restoration, and service of natural gas, propane, natural gas liquids, and other liquid fuels operations and use, including end-users.

WATER AND WASTEWATER

Workers needed to operate and maintain drinking water and wastewater and drainage infrastructure, including:

- Operational staff at water authorities.

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- Operational staff at community water systems.
- Operational staff at wastewater treatment facilities.
- Workers repairing water and wastewater conveyances and performing required sampling or monitoring, including field staff.
- Operational staff for water distribution and testing.
- Operational staff at wastewater collection facilities.
- Operational staff and technical support for SCADA Control systems.
- Chemical equipment and personal protection suppliers to water and wastewater system.
- Workers who maintain digital systems infrastructure supporting water and wastewater operations.

TRANSPORTATION AND LOGISTICS

- Workers supporting or enabling transportation and logistics functions, including truck drivers, bus drivers, dispatchers, maintenance and repair technicians, warehouse workers, truck stop and rest area workers, driver training and education centers, Department of Motor Vehicle (DMV) workers, enrollment agents for federal transportation worker vetting programs, towing and recovery services, roadside assistance workers, intermodal transportation personnel, and workers that construct, maintain, rehabilitate, and inspect infrastructure, including those that require cross-jurisdiction travel.).
- Workers supporting the distribution of food, fuels, pharmaceuticals and medical material (including materials used in radioactive drugs), and chemicals needed for water or water treatment and energy maintenance.
- Workers supporting operation of essential highway infrastructure, including roads, bridges, and tunnels (e.g., traffic operations centers and moveable bridge operators).
- Workers of firms providing services, supplies, and equipment that enable warehouse and operations, including cooling, storing, packaging, and distributing products for wholesale or retail sale or use, including cold- and frozen-chain logistics for food and critical biologic products.
- Mass transit workers providing critical transit services and performing critical or routine maintenance to mass transit infrastructure or equipment.
- Workers supporting personal and commercial transportation services including taxis, delivery services, vehicle rental services, bicycle maintenance and car-sharing services, and transportation network providers.
- Workers, including police, responsible for operating and dispatching passenger, commuter, and freight trains and maintaining rail infrastructure and equipment.
- Maritime transportation workers, including port authority and commercial facility personnel, dredgers, port workers, security personnel, mariners, ship crewmembers, ship pilots, tugboat operators, equipment operators (to include maintenance and repair, and maritime-specific medical providers), ship supply workers, chandlers, and repair company workers. Refer to the United States Coast Guard's Marine Safety Information Bulletin "Maintaining Maritime Commerce and Identification of Essential Maritime Critical Infrastructure Workers" for more information.
- Workers, including truck drivers, railroad employees, maintenance crews, and cleaners, supporting transportation of chemicals, hazardous, medical, and waste materials that support critical infrastructure, capabilities, functions, and services, including specialized carriers, crane and rigging industry workers.
- Bus drivers and workers who provide or support intercity, commuter, and charter bus service in support of other essential services or functions.

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- Automotive repair, maintenance, and transportation equipment manufacturing and distribution facilities (including those who repair and maintain electric vehicle charging stations).
- Transportation safety inspectors, including hazardous material inspectors and accident investigator inspectors.
- Manufacturers and distributors (to include service centers and related operations) of lighting and communication systems, specialized signage and structural systems, emergency response equipment and support materials, printers, printed materials, packaging materials, pallets, crates, containers, and other supplies needed to support manufacturing, packaging staging and distribution operations, and other critical infrastructure needs.
- Postal Service, parcel, courier, last-mile delivery, and shipping and related workers, to include private companies, who accept, process, transport, and deliver information and goods.
- Workers who supply equipment and materials for maintenance of transportation equipment.
- Workers who repair and maintain vehicles, aircraft, rail equipment, marine vessels, bicycles, and the equipment and infrastructure that enables operations that encompass movement of cargo and passengers.
- Workers who support air transportation for cargo and passengers, including operation distribution, maintenance, and sanitation. This includes air traffic controllers, flight dispatchers, maintenance personnel, ramp workers, fueling agents, flight crews, airport safety inspectors and engineers, airport operations personnel, aviation and aerospace safety workers, security, commercial space personnel, operations personnel, accident investigators, flight instructors, and other on- and off-airport facilities workers.
- Workers supporting transportation via inland waterways, such as barge crew, dredging crew, and river port workers for essential goods.
- Workers critical to the manufacturing, distribution, sales, rental, leasing, repair, and maintenance of vehicles and other transportation equipment (including electric vehicle charging stations) and the supply chains that enable these operations to facilitate continuity of travel-related operations for essential workers.
- Warehouse operators, including vendors and support personnel critical for business continuity (including heating, ventilation, and air conditioning (HVAC) and electrical engineers, security personnel, and janitorial staff), e-commerce or online commerce, and customer service for essential functions.

PUBLIC WORKS AND INFRASTRUCTURE SUPPORT SERVICES

- Workers who support the construction, maintenance, or rehabilitation of critical infrastructure.
- Workers supporting construction materials production, testing laboratories, material delivery services, and construction inspection.
- Workers who support the operation, inspection, and maintenance of essential public works facilities and operations, including bridges, water and sewer main breaks, fleet maintenance personnel, construction of critical or strategic infrastructure, traffic signal maintenance, emergency location services for buried utilities, maintenance of digital systems infrastructure supporting public works operations, and other emergent issues.
- Workers such as plumbers, electricians, exterminators, builders (including building and insulation), contractors, HVAC Technicians, landscapers, and other service providers who provide services, including temporary construction, that are necessary to maintaining the safety, sanitation, and essential operation

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of residences, businesses and buildings, such as hospitals and senior living facilities.

- Workers personnel, who support operations that ensure, the availability of and access to needed facilities, transportation, energy, and communications through activities such as road and line clearing.
- Workers who support the effective removal, storage, and disposal of residential, industrial, and commercial solid waste and hazardous waste, including at landfill operations.
- Workers who support the operation, inspection, and maintenance of essential dams, locks, and levees.
- Workers who support the inspection and maintenance of aids to navigation and other government-provided services that ensure continued maritime commerce.

COMMUNICATIONS AND INFORMATION TECHNOLOGY

Communications

- Maintenance of communications infrastructure, -- including privately owned and maintained communication systems, -- supported by technicians, operators, call centers, wireline and wireless providers, cable service providers, satellite operations, Internet Exchange Points, Points of Presence, Network Access Points, back haul and front haul facilities, and manufacturers and distributors of communications equipment.
- Government and private sector workers, including government contractors, with work related to undersea cable infrastructure and support facilities, including cable landing sites, beach manhole vaults and covers, submarine cable depots, and submarine cable ship facilities.
- Government and private sector workers, including government contractors, supporting Department of Defense internet and communications facilities.
- Network Operations staff, engineers, and technicians to include IT managers and staff, HVAC and electrical engineers, security personnel, software and hardware engineers, and database administrators that manage the network or operate facilities.
- Workers responsible for infrastructure construction and restoration, including but not limited to engineers, technicians, and contractors for construction and engineering of fiber optic cables, buried conduit, small cells, other wireless facilities, and other communications sector-related infrastructure. This includes permitting, construction of new facilities, and deployment of new technology as required to address congestion or customer usage due to unprecedented use of remote services.
- Installation, maintenance, and repair technicians that establish, support, or repair service as needed.
- Central office personnel to maintain and operate central office, data centers, and other network office facilities, including critical support personnel assisting front line workers.
- Customer service and support staff, including managed and professional services, as well as remote providers of support to transitioning workers to set up and maintain home offices, who interface with customers to manage or support service environments and security issues including payroll, billing, fraud, logistics, and troubleshooting.
- Workers providing electronic security, fire, monitoring, and life safety services, and who ensure physical security, cleanliness, and the safety of facilities and personnel, including those who provide temporary licensing waivers for security personnel to work in other States or Municipalities.
- Dispatchers involved with service repair and restoration.
- Retail customer service personnel at critical service center locations to address customer needs, including new customer processing, distributing and repairing equipment, and addressing customer issues, in order to support individuals' remote emergency communications needs

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- Supply chain and logistics personnel to ensure goods and products are available to provision these front-line workers.
- External Affairs personnel to assist in coordinating with local, state, and federal officials to address communications needs supporting COVID-19 response, public safety, and national security.
- Workers responsible for ensuring that persons with disabilities have access to and the benefits of various communications platforms, including those involved in the provision of telecommunication relay services, closed captioning of broadcast television for the deaf, video relay services for deaf citizens who prefer communication via American Sign Language over text, and audio-description for television programming.

Information Technology

- Workers who support command centers, including, but not limited to, Network Operations Command Centers, Broadcast Operations Control Centers, and Security Operations Command Centers.
- Data center operators, including system administrators, HVAC and electrical engineers, security personnel, IT managers and purchasers, data transfer solutions engineers, software and hardware engineers, and database administrators for all industries, including financial services.
- Workers who support client service centers, field engineers, and other technicians and workers supporting critical infrastructure, as well as manufacturers and supply chain vendors that provide hardware and software, support services, research and development, information technology equipment (to include microelectronics and semiconductors), HVAC and electrical equipment for critical infrastructure, and test labs and certification agencies that qualify such equipment (to include microelectronics, optoelectronics, and semiconductors) for critical infrastructure, including data centers.
- Workers needed to preempt and respond to cyber incidents involving critical infrastructure, including medical facilities; state, local, tribal, and territorial (SLTT) governments and federal facilities; energy and utilities; banks and financial institutions; securities and other exchanges; other entities that support the functioning of capital markets, public works, critical manufacturing, food, and agricultural production; transportation; and other critical infrastructure categories and personnel, in addition to all cyber defense workers who can't perform their duties remotely.
- Suppliers, designers, transporters, and other workers supporting the manufacture, distribution, provision, and construction of essential global, national, and local infrastructure for computing services (including cloud computing services and telework capabilities), business infrastructure, financial transactions and services, web-based services, and critical manufacturing.
- Workers supporting communications systems, information technology, and work from home solutions used by law enforcement, public safety, medical, energy, public works, critical manufacturing, food and agricultural production, financial services, education, and other critical industries and businesses.
- Workers required in person to support Software as a Service businesses that enable remote working, performance of business operations, distance learning, media services, and digital health offerings, or required for technical support crucial for business continuity and connectivity.

OTHER COMMUNITY- OR GOVERNMENT-BASED OPERATIONS AND ESSENTIAL FUNCTIONS

- Workers to ensure continuity of building functions, including but not limited to security and environmental controls (e.g., HVAC), the manufacturing and distribution of the products required for these functions, and the permits and inspections for construction supporting essential infrastructure.

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- Elections personnel to include both public and private sector elections support.
- Workers supporting the operations of the judicial system, including judges, lawyers, and others providing legal assistance.
- Workers who support administration and delivery of unemployment insurance programs, income maintenance, employment service, disaster assistance, workers' compensation insurance and benefits programs, and pandemic assistance.
- Federal, State, and Local, Tribal, and Territorial government workers who support Mission Essential Functions and communications networks.
- Trade Officials (FTA negotiators; international data flow administrators).
- Workers who support radio, print, internet and television news and media services, including, but not limited to front line news reporters, studio, and technicians for newsgathering, reporting, and publishing news.
- Workers supporting Census 2020.
- Weather forecasters.
- Clergy for essential support.
- Workers who maintain digital systems infrastructure supporting other critical government operations.
- Workers who support necessary permitting, credentialing, vetting, and licensing for essential critical infrastructure workers and their operations.
- Customs and immigration workers who are critical to facilitating trade in support of the national emergency response supply chain.
- Educators supporting public and private K-12 schools, colleges, and universities for purposes of facilitating distance learning or performing other essential functions.
- Workers at testing centers for emergency medical services and other healthcare workers.
- Staff at government offices who perform title search, notary, and recording services in support of mortgage and real estate services and transactions.
- Residential and commercial real estate services, including settlement services.
- Workers supporting essential maintenance, manufacturing, design, operation, inspection, security, and construction for essential products, services, supply chain, and COVID-19 relief efforts.
- Workers performing services to animals in human care, including zoos and aquariums.

CRITICAL MANUFACTURING

- Workers necessary for the manufacturing of metals (including steel and aluminum), industrial minerals, semiconductors, materials and products needed for medical supply chains and for supply chains associated with transportation, aerospace, energy, communications, information technology, food and agriculture, chemical manufacturing, nuclear facilities, wood products, commodities used as fuel for power generation facilities, the operation of dams, water and wastewater treatment, processing and reprocessing of solid waste, emergency services, and the defense industrial base. Additionally, workers needed to maintain the continuity of these manufacturing functions and associated supply chains, and workers necessary to maintain a manufacturing operation in warm standby.
- Workers necessary for the manufacturing of materials and products needed to manufacture medical equipment and PPE.
- Workers necessary for mining and production of critical minerals, materials and associated essential supply chains, and workers engaged in the manufacture and maintenance of equipment and other

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infrastructure necessary for mining production and distribution.

- Workers who produce or manufacture parts or equipment that supports continued operations for any essential services and increase in remote workforce, including computing and communication devices, semiconductors, and equipment such as security tools for Security Operations Centers (SOCs) or data centers.
- Workers manufacturing or providing parts and equipment that enable the maintenance and continued operation of essential businesses and facilities.

HAZARDOUS MATERIALS

- Workers who manage hazardous materials associated with any other essential activity, including but not limited to healthcare waste (medical, pharmaceuticals, medical material production, and testing operations from laboratories processing and testing kits) and energy (including nuclear facilities).
- Workers who support hazardous materials response and cleanup.
- Workers who maintain digital systems infrastructure supporting hazardous materials management operations.

FINANCIAL SERVICES

- Workers who are needed to provide, process, and maintain systems for processing, verification, and recording of financial transactions and services, including payment, clearing, and settlement; wholesale funding; insurance services; consumer and commercial lending; public accounting; and capital markets activities.
- Workers who are needed to maintain orderly market operations to ensure the continuity of financial transactions and services.
- Workers who are needed to provide business, commercial, and consumer access to bank and non-bank financial services and lending services, including ATMs, lending and money transmission, lockbox banking, and to move currency, checks, securities, and payments (e.g., armored cash carriers).
- Workers who support financial operations and those staffing call centers, such as those staffing data and security operations centers, managing physical security, or providing accounting services.
- Workers supporting production and distribution of debit and credit cards.
- Workers providing electronic point of sale support personnel for essential businesses and workers.

CHEMICAL

- Workers supporting the chemical and industrial gas supply chains, including workers at chemical manufacturing plants, laboratories, distribution facilities, and workers who transport basic raw chemical materials to the producers of industrial and consumer goods, including hand sanitizers, food and food additives, pharmaceuticals, paintings and coatings, textiles, building materials, plumbing, electrical, and paper products.
- Workers supporting the safe transportation of chemicals, including those supporting tank truck cleaning facilities and workers who manufacture packaging items.
- Workers supporting the production of protective cleaning and medical solutions, PPE, chemical consumer and institutional products, disinfectants, fragrances, and packaging that prevents the contamination of food, water, medicine, among others essential products.

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- Workers supporting the operation and maintenance of facilities (particularly those with high risk chemicals and sites that cannot be shut down) whose work cannot be done remotely and requires the presence of highly trained personnel to ensure safe operations, including plant contract workers who provide inspections.
- Workers (including those in glass container manufacturing) who support the production and transportation of chlorine and alkali manufacturing, single-use plastics, and packaging that prevents the contamination or supports the continued manufacture of food, water, medicine, and other essential products.

DEFENSE INDUSTRIAL BASE

- Workers who support the essential services required to meet national security commitments to the federal government and U.S. Military, including, but are not limited to, space and aerospace workers, nuclear matters workers, mechanical and software engineers (various disciplines), manufacturing and production workers, IT support, security staff, security personnel, intelligence support, aircraft and weapon system mechanics and maintainers, and sanitary workers who maintain the hygienic viability of necessary facilities.
- Personnel working for companies, and their subcontractors, who perform under contract or sub-contract to the Department of Defense (DoD) and the Department of Energy (DoE) (on nuclear matters), as well as personnel at government-owned/contractor operated facilities, and who provide materials and services to the DoD and DoE (on nuclear matters), including support for weapon systems, software systems and cybersecurity, defense and intelligence communications, surveillance, sale of U.S. defense articles and services for export to foreign allies and partners (as authorized by the U.S. government), and space systems and other activities in support of our military, intelligence, and space forces.

COMMERCIAL FACILITIES

- Workers who support the supply chain of building materials from production through application and installation, including cabinetry, fixtures, doors, cement, hardware, plumbing (including parts and services), electrical, heating and cooling, refrigeration, appliances, paint and coatings, and workers who provide services that enable repair materials and equipment for essential functions.
- Workers supporting ecommerce through distribution, warehouse, call center facilities, and other essential operational support functions, that accept, store, and process goods, and that facilitate their transportation and delivery.
- Workers in hardware and building materials stores necessary to provide access to essential supplies, consumer electronics, technology and appliances retail, and related merchant wholesalers and distributors.
- Workers distributing, servicing, repairing, installing residential and commercial HVAC systems, boilers, furnaces and other heating, cooling, refrigeration, and ventilation equipment.
- Workers supporting the operations of commercial buildings that are critical to safety, security, and the continuance of essential activities, such as on-site property managers, building engineers, security staff, fire safety directors, janitorial personnel, and service technicians (e.g., mechanical, HVAC, plumbers, electricians, and elevator).
- Management and staff at hotels and other temporary lodging facilities that provide for COVID-19 mitigation, containment, and treatment measures or provide accommodations for essential workers.

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RESIDENTIAL/SHELTER FACILITIES AND SERVICES

- Workers providing dependent care services, particularly those whose services ensure essential workers can continue to work.
- Workers who support food, shelter, and social services, and other necessities of life for needy groups and individuals, including in-need populations and COVID-19 responders including travelling medical staff.
- Workers in animal shelters.
- Workers responsible for the leasing of residential properties to provide individuals and families with ready access to available housing.
- Workers responsible for handling property management, maintenance, and related service calls who can coordinate the response to emergency “at-home” situations requiring immediate attention, as well as facilitate the reception of deliveries, mail, and other necessary services.
- Workers performing housing and commercial construction related activities, including those supporting government functions related to the building and development process, such as inspections, permitting, and plan review services that can be modified to protect the public health, but fundamentally should continue and enable the continuity of the construction industry (e.g., allow qualified private third-party inspections in case of federal government shutdown).
- Workers performing services in support of the elderly and disabled populations who coordinate a variety of services, including health care appointments and activities of daily living.
- Workers responsible for the movement of household goods.

HYGIENE PRODUCTS AND SERVICES

- Workers who produce hygiene products.
- Workers in laundromats, laundry services, and dry cleaners.
- Workers providing personal and household goods, repair, and maintenance.
- Workers providing disinfection services for all essential facilities and modes of transportation and who support the sanitation of all food manufacturing processes and operations from wholesale to retail.
- Workers necessary for the installation, maintenance, distribution, and manufacturing of water and space heating equipment and its components.
- Support required for continuity of services, including commercial disinfectant services, janitorial and cleaning personnel, and support personnel functions that need freedom of movement to access facilities in support of front-line workers.
- Workers supporting the production of home cleaning, pest control, and other essential products necessary to clean, disinfect, sanitize, and ensure the cleanliness of residential homes, shelters, and commercial facilities.
- Workers supporting agriculture irrigation infrastructure.
- Workers supporting the production of home cleaning and pest control products.

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EXHIBIT 2

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

FIELDWOOD ENERGY LLC, et al.,

Debtors,

FIELDWOOD ENERGY LLC,

Plaintiff,

V.

VALERO MARKETING AND
SUPPLY COMPANY,

Defendant and
Counter-Plaintiff.

Chapter 11

Case No. 20-33948 (MI)

(Jointly Administered)

Adversary No. 20-03497

DECLARATION

1. My name is Jorge Parra. I am over 18 years of age and I have personal knowledge of the statements made in this declaration.
2. I am the Senior Manager in Supply and Trading for the International Crude Oil Supply and Trading Department for Valero. I have worked for Valero since June 2000.
3. I have personal knowledge of the facts underlying the above-referenced lawsuit and the June 2018 Purchase Contract between Fieldwood and Valero.
4. Storage Capabilities
 - a. Fieldwood delivered the crude oil Valero bought under the Purchase Contract to the LOOP crude oil storage facility located in Clovelly, Louisiana where crude oil can be stored in underground salt dome caverns. The LOOP facility caverns can hold more than 60 million barrels of crude oil. In addition to cavern storage, the LOOP facility can hold approximately 12 million barrels of crude oil in above-ground storage tanks.
 - b. Fieldwood and other upstream producers have a right to store crude oil at the LOOP facility, and Valero has the right to receive that oil. Essentially a rateable schedule is comprised with/thru LOOP and Valero for Valero's receipt of the oil delivered

by Fieldwood, typically on an every-other day basis. The common path thereafter is that Valero would then send the crude oil thru two pipelines to one of its Valero affiliates that own and operate the Valero Meraux Refinery or Valero St. Charles Refinery. Assuming a line fill needed to be utilized, which is essentially filling the pipelines and using them as storage, the two pipelines combined could hold approximately 180,000 barrels of crude oil. In addition to the line-fill capability, both the Valero Meraux and Valero St. Charles refineries have receipt tanks for storage of crude.

- c. During May 2020, Valero also had the use of one above-ground tank lease with LOOP that have the capacity to hold approximately 364,000 barrels or 600,000 barrels of crude oil.
 - d. Valero can also sell, and therefore transfer title to the crude oil for which Valero has the rights to take delivery from the LOOP facility, to other companies without physically transferring the crude oil.
 - e. I am aware of no circumstance in May of 2020 that would have prevented Valero from receiving 10,000 barrels of crude oil a day from the LOOP facility.
5. I have attached as Exhibit A to this declaration a chart showing, on a month-to-month basis, the amount of crude oil delivered to Valero under the Purchase Contract from June of 2018 to May of 2020.
6. As part of my job responsibilities, I track and utilize the West Texas Intermediate (WTI) price for crude oil. WTI is a common benchmark price for crude oil bought and sold in the United States. In fact, WTI pricing is one of the factors used in pricing the crude oil that Valero bought under the Purchase Contract. I have attached to the declaration as Exhibit B information from the United States Energy Information Administration (EIA) detailing weekly WTI prices from January 2018 through February 2021.
7. Attached to this declaration as Exhibit C is an EIA-based chart showing the monthly crude oil production from the Gulf of Mexico from January 2018 thru December 2020.

I state under penalty of perjury that the foregoing is true and correct.

Executed on March 26, 2021

Signature: _____

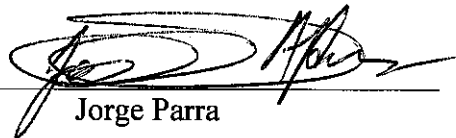

Jorge Parra

EXHIBIT 2-A

FIELDWOOD/VALERO

Month	Total Production
Jan-18	182,900
Feb-18	163,800
Mar-18	173,553
Apr-18	147,000
May-18	145,707
Jun-18	315,000
Jul-18	315,270
Aug-18	274,350
Sep-18	285,000
Oct-18	241,833
Nov-18	267,000
Dec-18	322,400
Total 2018	2,166,560

Month	Total Production
Jan-19	279,000
Feb-19	0
Mar-19	238,700
Apr-19	288,000
May-19	294,500
Jun-19	276,000
Jul-19	285,200
Aug-19	282,100
Sep-19	273,000
Oct-19	294,500
Nov-19	285,000
Dec-19	288,300
Total 2019	3,084,300

Month	Total Production
Jan-20	288,300
Feb-20	261,000
Mar-20	257,300
Apr-20	195,000
May-20	0
Total 2020	1,001,600

EXHIBIT 2-A

EXHIBIT 2-B

Weekly Cushing, OK WTI Spot Price FOB (Dollars per Barrel)

Jan 05, 2018	61.36
Jan 12, 2018	63.26
Jan 19, 2018	63.77
Jan 26, 2018	65.14
Feb 02, 2018	65.32
Feb 09, 2018	62.01
Feb 16, 2018	60.56
Feb 23, 2018	62.47
Mar 02, 2018	62.07
Mar 09, 2018	61.65
Mar 16, 2018	61.28
Mar 23, 2018	64.11
Mar 30, 2018	64.97
Apr 06, 2018	63.07
Apr 13, 2018	66.02
Apr 20, 2018	67.55
Apr 27, 2018	67.91
May 04, 2018	68.38
May 11, 2018	70.56
May 18, 2018	71.3
May 25, 2018	70.98
Jun 01, 2018	66.96
Jun 08, 2018	65.35
Jun 15, 2018	66.21
Jun 22, 2018	66.32
Jun 29, 2018	74.03
Jul 06, 2018	73.73
Jul 13, 2018	71.96
Jul 20, 2018	68.95
Jul 27, 2018	70.01
Aug 03, 2018	69.46
Aug 10, 2018	67.9
Aug 17, 2018	66.15
Aug 24, 2018	68.1
Aug 31, 2018	69.66
Sep 07, 2018	68.51
Sep 14, 2018	68.96
Sep 21, 2018	70.28
Sep 28, 2018	72.84
Oct 05, 2018	75.13
Oct 12, 2018	72.96
Oct 19, 2018	70.24
Oct 26, 2018	67.43
Nov 02, 2018	65.06
Nov 09, 2018	61.57
Nov 16, 2018	56.92
Nov 23, 2018	54.99
Nov 30, 2018	51.01
Dec 07, 2018	52.63

Dec 14, 2018	51.54
Dec 21, 2018	46.98
Dec 28, 2018	45.22
Jan 04, 2019	47
Jan 11, 2019	50.78
Jan 18, 2019	51.92
Jan 25, 2019	52.88
Feb 01, 2019	53.63
Feb 08, 2019	53.53
Feb 15, 2019	53.88
Feb 22, 2019	56.74
Mar 01, 2019	56.12
Mar 08, 2019	56.35
Mar 15, 2019	57.81
Mar 22, 2019	59.44
Mar 29, 2019	59.49
Apr 05, 2019	62.36
Apr 12, 2019	64.1
Apr 19, 2019	63.8
Apr 26, 2019	65.28
May 03, 2019	62.9
May 10, 2019	61.81
May 17, 2019	62.1
May 24, 2019	60.72
May 31, 2019	56.93
Jun 07, 2019	52.97
Jun 14, 2019	52.52
Jun 21, 2019	54.75
Jun 28, 2019	58.38
Jul 05, 2019	57.32
Jul 12, 2019	59.02
Jul 19, 2019	56.74
Jul 26, 2019	56.05
Aug 02, 2019	56.55
Aug 09, 2019	53.28
Aug 16, 2019	55.31
Aug 23, 2019	55.5
Aug 30, 2019	55.21
Sep 06, 2019	55.73
Sep 13, 2019	56.16
Sep 20, 2019	59.33
Sep 27, 2019	56.9
Oct 04, 2019	53.12
Oct 11, 2019	53.27
Oct 18, 2019	53.49
Oct 25, 2019	55.2
Nov 01, 2019	55.17
Nov 08, 2019	56.69
Nov 15, 2019	56.85
Nov 22, 2019	56.9
Nov 29, 2019	58.07
Dec 06, 2019	57.64

Dec 13, 2019	59.25
Dec 20, 2019	60.75
Dec 27, 2019	61.29
Jan 03, 2020	62.09
Jan 10, 2020	60.84
Jan 17, 2020	58.29
Jan 24, 2020	56.15
Jan 31, 2020	52.7
Feb 07, 2020	50.36
Feb 14, 2020	50.83
Feb 21, 2020	53.14
Feb 28, 2020	48.36
Mar 06, 2020	45.57
Mar 13, 2020	32.39
Mar 20, 2020	24.19
Mar 27, 2020	19.44
Apr 03, 2020	21.69
Apr 10, 2020	24.41
Apr 17, 2020	20.12
Apr 24, 2020	3.32
May 01, 2020	15.71
May 08, 2020	23.46
May 15, 2020	26.4
May 22, 2020	33.1
May 29, 2020	34.19
Jun 05, 2020	37.32
Jun 12, 2020	37.87
Jun 19, 2020	38.35
Jun 26, 2020	39.22
Jul 03, 2020	39.85
Jul 10, 2020	40.44
Jul 17, 2020	40.57
Jul 24, 2020	41.34
Jul 31, 2020	40.69
Aug 07, 2020	41.57
Aug 14, 2020	42.08
Aug 21, 2020	42.73
Aug 28, 2020	42.93
Sep 04, 2020	41.84
Sep 11, 2020	37.38
Sep 18, 2020	39.55
Sep 25, 2020	39.78
Oct 02, 2020	38.99
Oct 09, 2020	40.19
Oct 16, 2020	40.33
Oct 23, 2020	40.43
Oct 30, 2020	37.32
Nov 06, 2020	37.71
Nov 13, 2020	40.66
Nov 20, 2020	41.52
Nov 27, 2020	44.4
Dec 04, 2020	45.37

Dec 11, 2020	46.04
Dec 18, 2020	47.97
Dec 25, 2020	47.73
Jan 01, 2021	47.98
Jan 08, 2021	50.09
Jan 15, 2021	52.75
Jan 22, 2021	52.82
Jan 29, 2021	52.52
Feb 05, 2021	55.39
Feb 12, 2021	58.54
Feb 19, 2021	60.17
Feb 26, 2021	62.3

EXHIBIT 2-C

Federal Offshore--Gulf of Mexico Field Production of Crude Oil (Thousand Barrels per Day)

Year	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
2018	1,637	1,712	1,705	1,602	1,536	1,664	1,867	1,955	1,798	1,752	1,950	1,921
2019	1,917	1,737	1,925	1,963	1,914	1,916	1,532	2,045	1,917	1,915	2,001	1,973
2020	1,981	1,971	1,931	1,912	1,612	1,564	1,648	1,194	1,503	1,057	1,702	1,772

EXHIBIT 2-C